UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Section

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

MAY 28 2008

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SEC USE ONLY **Prefix** Serial DATE RECEIVED

OMB APPROVAL

OMB Number: 3235-0076 Expires: March 30, 2008 Estimated average burden

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Name of Offering (□ check if this is an ar The sale and issuance of Series A Prefer			-	110	ARSON RE	UTE	RS			
Name of Offering (check if this is an an	nendment and name has chang	ged, an	d indicate change.)	TO	HAIOOLLIN					
The sale and issuance of Series A Prefer	red Stock (the "Shares") and	l the is	suance of such sha	ares c	of Common Stoc	k to b	e issue	d upon conv	ersion of t	he Shares
Filing Under (Check box(es) that apply):	☐ Rule 504		☐ Rule 505		Rule 506		☐ See	ction 4(6)	☐ UL	OE
Type of Filing:		×	New Filing				Amer	ndment		
	A. BAS	SIC ID	ENTIFICATION	DAT	`A					
1. Enter the information requested about	the issuer									
Name of Issuer (check if this is an amen	ndment and name has changed	l, and i	ndicate change.)							m 1888 1888 1888 m
Cuill, Inc.										
Address of Executive Offices	(Number and S	treet, (City, State, Zip Cod	le)	Telephone Num	ıber (l	ncl			
66 Willow Place., Menlo Park, CA 94025 (650) 325-1701										
Address of Principal Business Operations ((if different from Executive Offices)	Number and Street, City, State	e, Zip	Code)	Telephone Number (Inclu 08047878					0	
(same as above)					(same as above)				
Brief Description of Business Internet Technology										
Type of Business Organization										
■ corporation	☐ limited partnership, alread	dy forn	ned				other (p	lease specify):	
☐ business trust	☐ limited partnership, to be	forme	d							
		_	<u>/lonth</u>	Ye	ar_					
Actual or Estimated Date of Incorporation	or Organization:	1	1	06		(C)	Actual	-	3 Estimate	.d
Jurisdiction of Incorporation or Organization	on: (Enter two-letter U.S. I	Postal :	Service abbreviation	n for	State:		nctuat	<u>-</u>	1 1581111111111111111111111111111111111	ш
	CN for Canada; FN for				~- ~-			D	E	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC. Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

Enter the information requested for the following:

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- · Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that	☐ Promoter	Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner
Apply:					wanaging rainer
Full Name (Last	name first, if individual)				
Costello, Tom					
	idence Address (Number and				
	66 Willow Place., Menlo Pari	·			
Check Box(es) that	☐ Promoter	Beneficial Owner	☐ Executive Officer	Director	☐ General and/or
Apply:	•				Managing Partner
	name first, if individual)			· · · · · · · · · · · · · · · · · · ·	
Whorton, Dave					
Business or Res	idence Address (Number and	Street, City, State, Zip Code)	• • •	-	· · · · · · · · · · · · · · · · · · ·
c/o Tugboat Ve	ntures, L.P., 325 Sharon Par	k Drive, Suite 410, Menlo Par	·k, CA 94025		
Check Boxes	☐ Promoter	Beneficial Owner	Executive Officer	☑ Director	☐ General and/or
that Apply:					Managing Partner
•	name first, if individual)				
Patterson, Ann					
	idence Address (Number and				
	66 Willow Place., Menlo Parl	·			
Check Boxes that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	General and/or
	name first, if individual)				Managing Partner
Tugboat Ventu	· · · · · · · · · · · · · · · · · · ·				
	idence Address (Number and :	Street City State 7in Code)			
	k Drive, Suite 410, Menlo Pa				
Check Boxes	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or
that Apply:					Managing Partner
Full Name (Last	name tirst, if individual)			······································	
David Strohm					
	idence Address (Number and :				
• • •		Winter Street, Waltham, MA	02451		
Check	☐ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	General and/or
Box(es) that Apply:					Managing Partner
	name first, if individual)				
Peter Szymansi	•				
Business or Resi	idence Address (Number and	Street, City, State, Zip Code)			

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?												Yes N	o <u>X</u>
2.	What is the	e minimum in	vestment tha	at will be ac	cepted from	n any individ	ival?					s	N/A
3.	3. Does the offering permit joint ownership of a single unit?												
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.													
N/A													
Full Name (Last name first, if individual)													
Business or Residence Address (Number and Street, City, State, Zip Code)													
Nan	ne of Assoc	iated Broker o	r Dealer										
Stat	es in Which	Person Lister	l Has Solicit	ed or Intend	ls to Solicit	Purchasers							
(Ch	eck "All Sta	tes" or check	individual S	tates)			******************************						All States
[AL	.]	JAK J	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	JHIJ	[ID]
ןוגן		[N]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
ΙMΊ	rj	[NE]	[NV]	[NH]	נמן	[NM]	[NY]	INCI	INDI	[OH]	[OK]	[OR]	[PA]
[RI]	'	[SC]	[SD]	[TN]	[TX]	ប្រា	[VT]	[VA]	[VA]	[WV]	ĮWη	[WY]	[PR]
Full	Name (Las	t name first, it	f individual)										
Bus	iness or Res	idence Addre	ss (Number	and Street,	City, State,	Zip Code)					·		
Nan	ne of Assoc	iated Broker o	r Dealer	•									
Stat	es in Which	Person Listed	Has Solicit	ed or Intend	ls to Solicit	Purchasers					· · ·		
(Ch	eck "All Sta	tes" or check	individual S	tates)			***************************************						All States
[AL	l	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]		[IN]	[lA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
ΙMΊ	î,	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	ЮН	jok j	[OR]	[PA]
[RI]		[SC]	[SD]	[TN]	JTXJ	[UT]	[VT]	ĮVAĮ	[VA]	ĮWVĮ	ĮWIĮ	[WY]	[PR]
Full	Name (Las	t name first, if	individual)										
Bus	iness or Res	idence Addre	ss (Number a	and Street,	City, State,	Zip Code)							
Nan	ne of Associ	iated Broker o	r Dealer	<u></u>									
State	es in Which	Person Listed	l Has Solicit	ed or Intend	ls to Solicit	Purchasers		-				· · · · · · · · · · · · · · · · · · ·	
		tes" or check								***************************************			All States
[AL		[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	(HI)	[ID]
[IL]		[IN]	[IA]	[KS]	JKYJ	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT	`I	[NE]	[NV]	INHI	ונאו	[NM]	[NY]	[NC]	[ND]	[ОН]	j ok j	[OR]	[PA]
[RI]		[SC]	[SD]	[TN]	[TX]	ועדן	(VT)	[VA]	[VA]	[WV]	(WI)	[WY]	[PR]

B. INFORMATION ABOUT OFFERING

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the				
	Type of Security		Aggregate		Amount Aiready
			Offering Price		Sold
	Debt	\$_			\$
	Equity	\$_	8,250,000.35		\$ 8,250,000.35
	Common Preferred				
	Convertible Securities (including warrants)	\$_			\$
	Partnership Interests				\$
	Other (Specify)	\$_			\$
	Total	\$_	8,250,000.35		\$ <u>8,250,000.35</u>
	Answer also in Appendix, Column 3, if filing under ULOE.				
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				
			Number		Aggregate
			Investors		Dollar Amount
					of Purchases
	Accredited Investors		9		\$ 8,250,000.35
	Non-accredited Investors				\$
	Total (for filings under Rule 504 only)		·		\$
	Answer also in Appendix, Column 4, if filing under ULOE.				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.				
			Type of		Dollar Amount
			Security		Sold
	Type of Offering				
	Rule 505	_	<u> </u>		\$
	Regulation A	_			\$
	Rule 504				\$
	Total	_			\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees				s
	Printing and Engraving Costs				\$
	Legal Fees			X	\$ 75,000.00
	Accounting Fees				\$
	Engineering Fees				\$
	Sales Commissions (specify finders' fees separately)				\$
	Other Expenses (Identify)				\$
	Total			×	\$75,000,00

C. OFFERING PRICE, NUMBER OF I	NVESTORS, EXPENSES AND	USE OF PROCEEDS		····· i ··· ·		
 Enter the difference between the aggregate offering price given in response to Part C - Question 4.a. This difference is the "adjusted 			\$	11,925,001.93		
 Indicate below the amount of the adjusted gross proceeds to the issuer use. If the amount for any purpose is not known, furnish an estimate and of payments listed must equal the adjusted gross proceeds to the issuer set for 	heck the box to the left of the e	stimate. The total of the		Payment To Others		
Salaries and fees		□ \$	Пс			
Purchase of real estate						
Purchase, rental or leasing and installation of machinery and equipment			□•	•		
Construction or leasing of plant buildings and facilities						
Acquisition of other businesses (including the value of securities involved in in exchange for the assets or securities of another issuer pursuant to a merger).	□ s	□ \$ _				
Repayment of indebtedness	_ s					
Working capital	□ s	× \$_	11,925,001.93			
Other (specify):		□ s	□ s _			
	***************************************	□ s	□ s_			
Column Totals		□ s	X \$_	11,925,001.93		
Total Payments Listed (column totals added)		E \$ 11,925,001.93				
D. FED	ERAL SIGNATURE					
The issuer had duly caused this notice to be signed by the undersigned duly a an undertaking by the issuer to furnish to the U.S. Securities and Exchange C non-accredited investor pursuant to paragraph (b)(2) of Rule 502.						
Issuer (Print or Type)	Signature		Date			
Cuill, Inc.	th		2	19/08		
Name of Signer (Print or Type)	Title of Signer (Print or Type)		<u> </u>			
Peter Szymanski	Secretary					
2						

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE	SIGNATURE									
1.	1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes										
	See Appendix, Column 5, for state response.										
2.	2. The undersigned issuer hereby undertakes to furnish to the state administrator of any state in which the notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.										
3.	The undersigned issuer hereby undertakes to furnish to any state administrator	s, upon written request, information furnished by the issuer to of	ferees.								
4.	4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.										
The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.											
Iss	uer (Print or Type)	Signature	Date								
Cu	iii, Inc.	Ph	5/19/08								
Na	me of Signer (Print or Type)	Title of Signer (Print or Type)	·····								
Pet	er Szymanski S	Secretary									

Instruction.

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX										
1		2	3		5					
	to non- investo	ed to sell accredited rs in State B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of in amount pure (Part C	Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E-Item 1)				
State	Yes	No		Number of Amount Number of Non-Amount Accredited Accredited Investors Investors				Yes	No	
AL	 									
AK					 					
AZ										
AR									ì	
CA		Х	(1) - \$7,049,999.77	6	\$ <u>7,049,999.77</u>	0	0		Х	
со							<u> </u>			
СТ										
DE							-			
DC							<u> </u>			
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GA	 									
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ID		\								
IL										
IN				<u>-</u>						
lA										
KS										
KY										
LA										
ME										
MD										
MA		Х	(1) - \$1,200,000.58	3	\$1,200,000.58	0	0	Х		
MI										
MN					,					
MS										
МО										

⁽¹⁾ The sale and issuance of Series A Preferred Stock (the "Shares") and the issuance of such shares of Common Stock to be issued upon conversion of the Shares

1			, ·		APPENDIX						
Intended to sell to non-accredited investors in State Operation of Control of Contro	1		2	3		4					
Accredited Investors		to non- investo	accredited rs in State	and aggregate offering price offered in state	a cr	nount purchase	d in State		State ULOE (if yes, attach explanation of waiver granted (Part E-		
MT NE NE NY NY NH NH NU NH NY	State	Yes	No		Accredited	Accredited Non- Investors Accredited				No	
NY NH NI NI NI NM NY NC NC ND OH OK OR PA RI SC SD TN TX UT VT VA WA WA WY WI	MT										
NH NJ NJ NM NM NY NY NC NC ND ND ND NO	NE										
NM	NV					i	l				
NM	NH					,					
NY NC ND ND ND NO	NJ										
NC	NM										
ND OH OK OK OR PA RI SC SD TN TX UT VT VA WA WA WA WY WY WY WY WY NEW	NY		,								
OH OK OR	NC	· · -									
OK	ND										
OR PA RI SC SD TN TX UT VT VA WA WA WI WY	ОН										
RI	ОК									-	
RI SC SD SD TN TX	OR										
SC	PA										
SD	RI										
TN TX UT VT VA WA WA WY WI WY WY WI WY TX TX TX TX TX TX TX TX TX T	SC										
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UT VT VT VA VA VA WA VA WV VA WI VA WI VA WY VA WI VA WY VA WI VA WY VA	TN										
VT	TX										
VA WA WV WI WY	UT										
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